UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

: Chapter 11

SEARS HOLDINGS CORPORATION, et al.,
: Case No. 18-23538 (RDD)
: Debtors.¹
: (Jointly Administered)

Debtors.¹ :

AFFIDAVIT OF SERVICE

I, Daniel Kounin, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On December 17, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Master Service List attached hereto as **Exhibit A** and the Respondents Service List attached hereto as **Exhibit B**:

• Notice of Agenda of Matters Scheduled for Hearing on December 18, 2018 at 10:00 a.m. (ET) [Docket No. 1258]

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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Dated: December 17, 2018

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on December 17, 2018, by Daniel Kounin, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

PAUL PULLO
Notary Public, State of New York
No. 01PU6231078
Qualified in Nassau County
Commission Expires Nov. 15, 20

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Exhibit A

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Master Service List Served as set forth below

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Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC,		2029 Century Park East		
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Master Service List

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Served as set forth bel	٥١

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Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;				
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LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman,				
Alison Schreier and Tracey Brewer, Successor Co-Trustees of		Attn: Stanley B. Tarr, Evan J. Zucker		
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Huntington Mall Company dba Huntington Mall,				
Meadowbrook Mall Company dba Meadowbrook Mall, Ohio				
• , ,				
Valley Mall Company dba Ohio Valley Mall, the Cafaro				
Northwest Partnership dba South Hill Mall, Spotsylvania Mall		Attn: Richard T. Davis		
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Master Service List Served as set forth below

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affiliates (including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	New York NY 10006	jkpark@cgsh.com	Overnight Mail and Email
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Exhibit B

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